

KEYCORP /NEW/  
Form 4  
February 03, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Crosby Gary M

(Last) (First) (Middle)

C/O KEYCORP, 127 PUBLIC  
SQUARE

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

KEYCORP /NEW/ [KEY]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/01/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	02/01/2017		M		21,149	A	\$ 12.83	769,911	D
Common Shares	02/01/2017		F		17,575	D	\$ 18.15	752,336	D
Common Shares	02/01/2017		M		31,157	A	\$ 16.41	783,493	D
Common Shares	02/01/2017		F		29,328	D	\$ 18.12	754,165	D
Common Shares	02/01/2017		M		40,421	A	\$ 15.68	794,586	D

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Common Shares	02/01/2017	F	36,949	D	\$ 18.14	757,637	D	
Common Shares	02/01/2017	M	72,784	A	\$ 11.19	830,421	D	
Common Shares	02/01/2017	F	55,192	D	\$ 18.15	775,229	D	
Common Shares	02/01/2017	M	101,382	A	\$ 10.07	876,611	D	
Common Shares	02/01/2017	F	77,702	D	\$ 18.14	798,909	D	
Common Shares	02/01/2017	M	214,844	A	\$ 10.54	1,013,753	D	
Common Shares	02/01/2017	F	171,203	D	\$ 18.16	842,550	D	
Common Shares						641	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Option to Buy	\$ 12.83	02/01/2017		M	21,149	<u>(1)</u> 07/13/2019	Common Shares 21,14
Option to Buy	\$ 16.41	02/01/2017		M	31,157	<u>(3)</u> 01/25/2020	Common Shares 31,15
Option to Buy	\$ 15.68	02/01/2017		M	40,421	<u>(4)</u> 01/24/2021	Common Shares 40,42
Option to Buy	\$ 11.19	02/01/2017		M	72,784	<u>(5)</u> 08/05/2021 <sup>(6)</sup>	Common Shares 72,78
Option to Buy	\$ 10.07	02/01/2017		M	101,382	<u>(7)</u> 08/05/2017 <sup>(6)</sup>	Common Shares 101,38

Option to Buy	\$ 10.54	02/01/2017	M	214,844	<u>(8)</u>	08/05/2017 <sup>(6)</sup>	Common Shares	214,844
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crosby Gary M C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114		X		

## Signatures

Carrie A. Benedict POA for Gary M. Crosby	02/03/2017
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                    Signature of Reporting Person

\_\_\_\_Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This option vested in three equal annual installments ending on July 13, 2012.  
This option was assumed by KeyCorp in the merger with First Niagara Financial Group, Inc. ("FNFG") and converted into a stock option
- (2) exercisable for a number of whole shares (rounded down to the nearest whole share) equal to (i) the number of shares of FNFG common stock subject to such option multiplied by (ii) 0.88.
- (3) This option vested in three equal annual installments ending on January 25, 2013.
- (4) This option vested in three equal annual installments ending on January 24, 2014.
- (5) This option vested in three equal annual installments ending on March 30, 2015.
- (6) The expiration date of this option was accelerated in connection with the merger of KeyCorp and FNFG pursuant to the terms of the plan under which the option was granted.
- (7) This option vested in three equal annual installments ending on March 28, 2016.
- (8) This option fully vested on August 5, 2016 in connection with the merger of KeyCorp and FNFG.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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